

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 836.
FILED, DECEMBER 13th. 1962.

PERUVIAN OILS & MINERALS, LIMITED
Full corporate name of Company

INCORPORATED UNDER PART XI OF THE COMPANIES ACT OF ONTARIO BY LETTERS PATENT
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953) DATED MAY 8TH, 1952.
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 211.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

JAN 7 1963

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>Pursuant to an Agreement in writing dated November, 30, 1962, made between East Malartic Mines Limited (No Personal Liability) 602, 199 Bay Street, Toronto, Ontario, and the Company, the Company has agreed to sell to East Malartic Mines Limited on or before December 31, 1962, 1,500,000 shares of the capital stock of Marchant Mining Company Limited (No Personal Liability), Room 904, 85 Richmond Street West, Toronto, Ontario, of which 855,650 shares are held in escrow, for the aggregate purchase price of \$950,000. Said 855,650 shares are held in escrow by Chartered Trust Company, Toronto, Ontario, subject to release, or transfer within such escrow, only with the consent of the Ontario Securities Commission, The Canadian Stock Exchange and the Board of Directors of Marchant. The above transaction is subject to (i) consent being obtained to the transfer by the Company of such shares within the escrow, (ii) the Canadian Stock Exchange accepting the Filing Statement of Marchant in respect to the above transaction, and (iii) the Toronto Stock Exchange accepting notice of the above Agreement for the sale of such shares and the Filing Statement of East Malartic in respect thereto; all on or before December 31, 1962.</p> <p style="text-align: center;">- - - - -</p> <p>NOTE - Prior to the date of this Filing Statement (i) said 855,650 escrowed shares of the Company had all been released from escrow and therefore consent to such transfer is not required, and (ii) the Canadian Stock Exchange accepted the Filing Statement of Marchant respecting the above transaction.</p>			
2. Head office address and any other office address.	Head Office 911 - 85 Richmond Street West, Toronto 1, Ontario.			
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table><tr><td><u>President and Director</u> John J. Coyle, 4326 Willow Grove Rd., Dallas, Texas. Independent Oil Producer. <u>Vice-President & Managing Director</u> Joseph J. Rankin, 85 Richmond Street West, Toronto Mining Executive. <u>Secretary and Director</u> Sidney H. Robinson, 44 King Street West, Toronto, Queen's Counsel.</td><td><u>Treasurer</u> W. Steuerman, 630 Roselawn Avenue, Toronto, Chartered Accountant. <u>Director</u> Robert F. Ritchie 1100 Republic National Bank Bldg. Dallas, Texas. <u>Director</u> Theodore E. Swigart, 1509-609 Fannin St., Houston, Texas. Petroleum Engineer.</td><td><u>Director</u> D'Arcy M. Doherty 166 Warren Rd., Toronto, Chartered Stock Broker. <u>Director</u> Carroll Deely 6210 North Central Express Way, Dallas, Texas. <u>Director</u> Dallas, Texas. Oil Executive.</td></tr></table>	<u>President and Director</u> John J. Coyle, 4326 Willow Grove Rd., Dallas, Texas. Independent Oil Producer. <u>Vice-President & Managing Director</u> Joseph J. Rankin, 85 Richmond Street West, Toronto Mining Executive. <u>Secretary and Director</u> Sidney H. Robinson, 44 King Street West, Toronto, Queen's Counsel.	<u>Treasurer</u> W. Steuerman, 630 Roselawn Avenue, Toronto, Chartered Accountant. <u>Director</u> Robert F. Ritchie 1100 Republic National Bank Bldg. Dallas, Texas. <u>Director</u> Theodore E. Swigart, 1509-609 Fannin St., Houston, Texas. Petroleum Engineer.	<u>Director</u> D'Arcy M. Doherty 166 Warren Rd., Toronto, Chartered Stock Broker. <u>Director</u> Carroll Deely 6210 North Central Express Way, Dallas, Texas. <u>Director</u> Dallas, Texas. Oil Executive.
<u>President and Director</u> John J. Coyle, 4326 Willow Grove Rd., Dallas, Texas. Independent Oil Producer. <u>Vice-President & Managing Director</u> Joseph J. Rankin, 85 Richmond Street West, Toronto Mining Executive. <u>Secretary and Director</u> Sidney H. Robinson, 44 King Street West, Toronto, Queen's Counsel.	<u>Treasurer</u> W. Steuerman, 630 Roselawn Avenue, Toronto, Chartered Accountant. <u>Director</u> Robert F. Ritchie 1100 Republic National Bank Bldg. Dallas, Texas. <u>Director</u> Theodore E. Swigart, 1509-609 Fannin St., Houston, Texas. Petroleum Engineer.	<u>Director</u> D'Arcy M. Doherty 166 Warren Rd., Toronto, Chartered Stock Broker. <u>Director</u> Carroll Deely 6210 North Central Express Way, Dallas, Texas. <u>Director</u> Dallas, Texas. Oil Executive.		
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized Capital - 5,000,000 shares Issued and Outstanding Capital - 2,815,005 shares			
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	NIL			
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>(1) The Company has granted to its President John J. Coyle, non-assignable incentive options exercisable until May 5, 1965, to purchase all or any part of 100,000 shares of the Company's capital stock at One Dollar and Fifty Cents (\$1.50) per share, provision being made for termination of the option upon the optionee ceasing to hold his office.</p> <p>(2) The Company granted to its Vice-President and Managing Director Joseph J. Rankin non-assignable incentive options exercisable until October 31, 1962 to purchase all or any part of 100,000 shares of the Company's capital stock at One Dollar (\$1.00) per share, provision being made for termination of the option upon the optionee ceasing to hold his office. The option has been exercised to the extent of 50,000 of the said shares and the option agreement has been amended to extend the time to purchase the remaining 50,000 shares to October 31, 1965.</p>			

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	NONE												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	NONE												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The exploration and development of oil concessions East of the Andes in Peru. The Company will continue operation of its five producing oil wells in the Pembina Field in Alberta.												
10. Brief statement of company's chief development work during past year.	Reconnaissance seismic work was carried on during the past year on the Company's Shanusi-Cainarache Concession in Peru. A hole was drilled to a depth of 9,094 ft. on a structure common to the Company's Pachitea Concession and the adjoining concession under agreement with Mobil Oil Company del Peru. The Company participated to the extent of a 1 1/3% working interest in the concession on which the hole was drilled and retained its 1/3rd net carried interest in its Pachitea Concession. Geological work and a seismic programme was initiated on some of the Company's Santiago river area concession which are under farmout agreement to Mobil Oil Company del Peru and in which the Company retains a 30% net carried interest.												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not Applicable												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	NONE												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible)	Not Applicable												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>As of December 12, 1962 the five largest registered shareholders of the Company are as follows:</p> <table> <tr> <th><u>Name of Shareholder</u></th><th><u>Number of Shares</u></th></tr> <tr> <td>Merrill, Lynch, Pierce, Fenner & Smith Inc. 70 Pine Street, New York, N.Y.</td><td>221,377</td></tr> <tr> <td>Richard J. Buck & Co. 4 Albany St. New York, N.Y.</td><td>126,255</td></tr> <tr> <td>Oppenheimer & Co. 5 Hanover Square, New York N.Y.</td><td>83,000</td></tr> <tr> <td>Doherty, Roadhouse & Co. 335 Bay Street, Toronto, Ontario.</td><td>53,944</td></tr> <tr> <td>Eugene McDermott, 3806 Cedar Springs, Dallas, Texas.</td><td>50,000</td></tr> </table> <p>The Company understands that none of the above shares are pooled or escrowed.</p> <p>The Company does not know whether or not any of the above mentioned shareholders are the beneficial owners of the shares registered in their respective names.</p>	<u>Name of Shareholder</u>	<u>Number of Shares</u>	Merrill, Lynch, Pierce, Fenner & Smith Inc. 70 Pine Street, New York, N.Y.	221,377	Richard J. Buck & Co. 4 Albany St. New York, N.Y.	126,255	Oppenheimer & Co. 5 Hanover Square, New York N.Y.	83,000	Doherty, Roadhouse & Co. 335 Bay Street, Toronto, Ontario.	53,944	Eugene McDermott, 3806 Cedar Springs, Dallas, Texas.	50,000
<u>Name of Shareholder</u>	<u>Number of Shares</u>												
Merrill, Lynch, Pierce, Fenner & Smith Inc. 70 Pine Street, New York, N.Y.	221,377												
Richard J. Buck & Co. 4 Albany St. New York, N.Y.	126,255												
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Doherty, Roadhouse & Co. 335 Bay Street, Toronto, Ontario.	53,944												
Eugene McDermott, 3806 Cedar Springs, Dallas, Texas.	50,000												

FINANCIAL STATEMENTS

PERUVIAN OILS & MINERALS, LIMITED

BALANCE SHEET

AS AT SEPTEMBER 30, 1962

ASSETS

<u>Current</u>			
Cash at bank - Canada and United States	\$ 55,215		
- Peru	9,881	\$ 65,096	
Due from participants in joint venture		33,246	
Other accounts receivable		30,030	
Prepaid expense		3,114	\$ 131,486
<u>Investments</u>			
Marchant Mining Company Ltd. (a subsidiary)			
Shares at cost (market: \$1,005,000) (Note 2)		124,001	
Compania Minera Toronto S.A.			
Shares - at cost	34,047		
Advance	5,307	39,354	163,355
<u>Property and Equipment</u>			
	Cost	Depreciation and Depletion	Net
Oil concessions - Peru	\$200,985	-	200,985
Furniture - Peru	3,992	2,600	1,392
Oil leases - Canada	564,469	158,198	406,271
Equipment - Canada	138,715	31,671	107,044
	<u>908,161</u>	<u>192,469</u>	<u>715,692</u>
<u>Exploratory and Development Costs</u>			
Exploratory expenses - Peru		1,000,616	
Joint venture - Peru		10,363	
Development expenses - Canada		78,662	
Less accumulated amortization		<u>10,580</u>	68,082
General and administrative expenses		<u>343,124</u>	1,422,185
<u>Other Assets</u>			
Deposits		6,065	
Organization expenses		<u>8,658</u>	14,723
			<u>\$2,447,441</u>

LIABILITIES

<u>Current</u>		
Accounts payable and accrued liabilities		\$ 69,013
<u>Capital Stock</u>		
Authorized - 5,000,000 shares per value \$1.00 each		
Issued and outstanding -		
2,815,005 shares including 470,000 shares issued for property	\$2,815,005	
Less net discount	<u>327,420</u>	2,487,585
<u>Deficit</u>		
Balance - January 1, 1962	105,455	
Add - Option payment re Cia Minera Toronto S.A. written off	1,938	
Net loss for the nine months period ended September 30, 1962	<u>1,764</u>	(109,157)

() Denotes deduction

No transactions have taken place subsequent to September 30, 1962 other than in the normal course of business.

Director

Director

\$2,447,441

PERUVIAN OILS & MINERALS, LIMITED

NOTES TO THE BALANCE SHEET

SEPTEMBER 30, 1962

- Peruvian soles have been converted to Canadian dollars at the following rates: current assets and current liabilities at the current exchange rate; certain expenditures for oil concessions at the exchange rates prevailing on the dates of payment to the Peruvian Government; other assets and capitalized expenses at the average exchange rates for the calendar years in which the expenditures were made. United States dollars included in cash have been converted to Canadian dollars at the current exchange rate.
- The number of shares in Marchant Mining Company Ltd. held at September 30, 1962 was 1,500,000 of which 855,650 were held in escrow subject to release by the Securities Commission of Ontario and the directors of Marchant Mining Company Ltd. Subsequent to September 30, 1962, these shares have been released by the parties concerned.
- The company has entered into an option agreement to purchase 375 shares in Compania Minera Toronto S.A. at a cost of U.S. \$18,750.00. In accordance with the terms of the agreement, an option advance of 10% of the principal sum was made during 1961. The option, which expired on October 1, 1962 was not exercised and as a result, Compania Minera Toronto S.A. will be put into liquidation.
- Incentive options granted to certain executive officers of the company to purchase 100,000 shares at \$1.50 per share and 50,000 shares at \$1.00 per share are outstanding and expire on May 5, 1965 and October 31, 1962 respectively, provision being made for termination of a portion of the option upon the optionee's ceasing to hold office. Subsequent to September 30, 1962 the option for 50,000 shares at \$1.00 per share was extended to October 31, 1965.
- At December 31, 1961 estimated income taxes in the amount of \$79,000.00 had been deferred by claiming development expenses and capital cost allowances for tax purposes in excess of amounts charged to income in the accounts.

PERUVIAN OILS & MINERALS, LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1962

Source of Funds

Western Canada operations			
Net loss from operations		\$ 1,764	
Less - charges against operations not involving the outlay of funds -			
Depreciation	\$ 4,739		
Depletion	18,977		
Amortization	2,830	26,546	\$ 24,782
Repayment of advances -			
Marchant Mining Company Ltd.		30,000	
Compania Minera Toronto S.A.		177	30,177
Sale of equipment			815
			<u>55,774</u>


Application of Funds

Expenditure in South America			
Extension of concessions		685	
Exploratory and development costs in Peru	68,704		
Less depreciation - not an outlay of funds	224	68,480	
Joint venture participation in Peru		5,310	74,475
Expenditure in Western Canada			
Development expenses			1,931
General and administrative expense		62,842	
Less charged to Western Canada operations		45,153	17,689
			<u>94,095</u>

Decrease in Funds - represented by the following decrease in working capital during the period:

Working capital at January 1, 1962	100,794	
Working capital at September 30, 1962	62,473	\$ 38,321

 Director

 Director

MARCHANT MINING COMPANY LTD.

(No personal Liability)

BALANCE SHEET AS AT OCTOBER 31, 1962

A S S E T S

<u>Current Assets</u>			
Cash at bank and on deposit	\$ 63,109		
Accrued interest and prepaid expenses	698		\$ 63,807
Investment in Marbridge Mines Limited, 50% owned company			
1,500,000 shares at cost	119,039		
Advance	154,105		273,144
Investment in Marmetapami Mines Ltd.			
150,000 shares at cost	8,279		
Advance	1,300		9,579
Mining Claims held under development licences - at cost			1,397
Interest in oil and gas permits - at cost			129
Equipment - at cost			4,964
Deposit - Province of Quebec Securities Commission - at cost			993
Promotional, Exploratory and Development Costs			
Balance - December 31, 1961	64,638		
Expenditure during period	32,024		
	96,662		
Less expenditure written off to deficit	81,381		15,281
			<u>\$369,294</u>

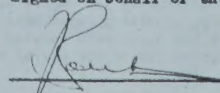
L I A B I L I T I E S

<u>Current Liabilities</u>			
Accounts payable and accrued charges			\$ 1,224
<u>Capital Stock</u>			
Authorized - 5,000,000 shares per value \$1 each			
Issued and outstanding	Per value	Discount	Net
Balance - December 31, 1961			
2,640,005 shares	\$2,640,005	\$2,247,500	\$392,505
Issued for cash during period			
310,000 shares	310,000	187,500	122,500
Balance October 31, 1962			
2,950,005 shares	\$2,950,005	\$2,435,000	\$515,005
Deficit			
Balance - December 31, 1961			\$ 65,554
Add promotional, exploratory and development costs written off			81,381
			(146,935)
			<u>\$369,294</u>

(Denotes deduction)

See accompanying notes

Signed on behalf of the Board :

 Director

 Director

MARCHANT MINING COMPANY LTD.

(No Personal Liability)

NOTES TO THE BALANCE SHEET

OCTOBER 31, 1962

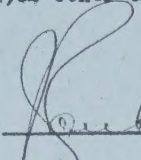
1. Cash on deposit in United States dollars is converted into Canadian funds at the current quoted rate of exchange at October 31, 1962.
2. An option granted to a director of the company to purchase 50,000 shares at 45¢ each is outstanding and expires on December 1, 1962. Subsequent to October 31, 1962 this option was fully exercised.
3. Of the 1,175,000 shares issued in 1957 at 10¢ each for mining claims, 855,650 are held in escrow subject to direction by the Securities Commission of Ontario and Quebec and the directors of the company.
4. The company has changed its method of accounting to the extent that general and administrative expenses, formerly carried as part of the promotional, exploratory and development costs, have been written off.

MARCHANT MINING COMPANY LTD.

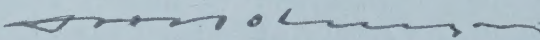
ADDENDUM TO BALANCE SHEET

OCTOBER 31, 1962

Except for the exercise of the outstanding option to a director of the company, fully disclosed in note 2 to the Balance Sheet, no transactions have taken place subsequent to October 31, 1962 other than in the normal course of business.



Director



Director

MARCHANT MINING COMPANY LTD.

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD JANUARY 1, 1962 TO OCTOBER 31, 1962

Deficiency of Working Capital at December 31, 1961 \$ 27,776

Source of Funds

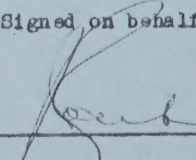
Bank and bond interest	\$ 537	
Redemption of deposit	1,000	
Proceeds of sale of 310,000 shares	<u>122,500</u>	<u>124,037</u>
		96,261

Application of Funds

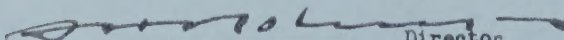
Deposit - Province of Quebec	993	
Advances to Marmattagami Mines Ltd.	87	
General and administrative expenses	22,682	
Exploratory and development costs	9,760	
Foreign exchange	<u>156</u>	<u>33,678</u>

Working Capital at October 31, 1962 \$ 62,583

Signed on behalf of the Board:



Director



Director

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	There is no person whose shareholdings are large enough to materially affect control of the Company but the present management may be able to affect control if it is able to obtain proxies to vote sufficient shares.											
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<div>SHARE INTEREST IN OTHER COMPANIES</div> <table><thead><tr><th></th><th>Book Value</th><th>Market Value</th></tr></thead><tbody><tr><td>1,500,000 shares Marchant Mining Company Limited</td><td>\$124,001</td><td>As at Dec.11, 1962 83¢ per share on Canadian Stock Exchange.</td></tr><tr><td>350 shares Compania Minera Toronto S.A.</td><td>\$34,047.00</td><td>No Market No value.</td></tr></tbody></table>				Book Value	Market Value	1,500,000 shares Marchant Mining Company Limited	\$124,001	As at Dec.11, 1962 83¢ per share on Canadian Stock Exchange.	350 shares Compania Minera Toronto S.A.	\$34,047.00	No Market No value.
	Book Value	Market Value										
1,500,000 shares Marchant Mining Company Limited	\$124,001	As at Dec.11, 1962 83¢ per share on Canadian Stock Exchange.										
350 shares Compania Minera Toronto S.A.	\$34,047.00	No Market No value.										
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.											
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>Under Agreement dated November 1st, 1954, Compania de Petroleo Ganso Azul Ltda, drilled a test well on the Company's Santa Clara Concession and was granted 66 2/3rds interest in parts of the contract area.</p> <p>Under Agreement dated 2nd, January, 1959, the Company granted Mobil Oil Company del Peru the right to extract all oil and gas found in (a) the Pachitea Concession having an area of 28,602 hectares, in which it, the Company retains a 33 1/3% interest in the profits and (b) concessions in the Santiago area, having an area of 128,770 hectares, in which the Company retains a 30% interest in the profits.</p>											
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None There are no shares of the Company presently in the course of primary distribution to the public.											

CERTIFICATE OF THE COMPANY

DATED December 12th, 1962.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.J. Rankin"

PERUVIAN OILS AND MINERALS LIMITED
by _____ CORPORATE
SEAL

"S.H. Robinson"

and _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)